

ZALKIN, RODIN & GOODMAN  
COUNSELORS AT LAW  
750 THIRD AVENUE  
NEW YORK, N. Y. 10017

SHERWIN A. RODIN P. C.  
HENRY LEWIS GOODMAN P. C.  
HAROLD N. SCHWINGER P. C.  
RICHARD S. TODER P. C.  
BRUCE H. GRAVES  
ROBERT H. SCHEIBE  
ANDREW D. GOTTFRIED  
MENACHEM O. ZELMANOVITZ

WILLIAM LINDEN

BURTON ARONSON  
WILLIAM H. SCHRAG  
HENRY C. COLLINS  
MARK F. LISCIO  
JUDITH F. MCGHEE  
JILL E. KURTZMAN  
PETER M. LEVINE  
NEIL E. HERMAN  
E. LEE SMITH  
STEVEN G. YUDIN

HARRY ZALKIN (1913-1968)  
ISRAEL AKSELROD (1925-1975)

(212) 682-6900

TELECOPIER 212-682-6331  
CABLE ADDRESS: ZALKINCON  
TELEX: ITT 428282

6/3/86  
10.00

DC Washington, D. C.

RECORDATION NO. 13316-B Filed 1425

JUN 5 1986 -2 10 PM

June 3, 1986

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission  
Constitution Avenue at 12th Street, N.W.  
Washington, D.C. 20023

Attention: Ms. Mildred Lee, Room 2303

Re: Equipment Lease dated as of November 12,  
1981, naming Wells Fargo Leasing Corpora-  
tion as lessor and Richmond Leasing Com-  
pany as lessee - Recordation No. 13316

Dear Ms. Lee:

Enclosed for recordation pursuant to Section 11303 of  
Title 49 of the United States Code are the original and one  
copy of an assignment dated as of April 30, 1986. The  
primary document to which this assignment relates is the  
equipment lease referenced above.

The names and addresses of the parties to the assignment  
are as follows:

- (a) Assignor: Chemcredit, Inc.  
110 East 59th Street  
New York, New York 10022
- (b) Assignee: Chemcredit, Inc.  
110 East 59th Street  
New York, New York 10022

Pursuant to the assignment, Chemcredit, Inc., as the  
secured party to a security agreement bearing the Recordation  
No. 13317, assigned all right, title, interest, claims and  
demands of the lessor, in, to and under the equipment lease

referenced above, to Chemcredit, as purchaser, except and excluding therefrom the lessor's rights against Richmond Leasing Company, as lessee, under Sections 8, 12 and 15 of the equipment lease.

The equipment covered by this assignment includes the following:

Two Hundred Seventeen (217) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

KBSR 500122 through KBSR 500129, KBSR 500043 through KBSR 500050, KBSR 500052, KBSR 500010 through KBSR 500014, KBSR 500051, KBSR 500053 through KBSR 500061, KBSR 500064 through KBSR 500067, KBSR 500070, KBSR 500073, KBSR 500074, DR 10653 through DR 10740, RTMX 8713 through RTMX 8755.

The AAR mechanical designation for the equipment is LO.

Please record the assignment and, in doing so, assign to it the same recordation number assigned to the equipment lease referred to herein. Please cross-index the assignment as well.

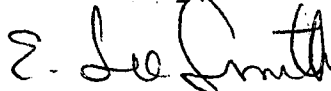
A short summary of the assignment to be included in the appropriate index follows:

Assignment from Chemcredit, Inc. (secured party) to Chemcredit, Inc. (purchaser), 110 East 59th Street, New York, New York 10022, dated as of April 30, 1986, of rights under the equipment lease bearing Recordation No. 13316.

The \$10.00 filing fee is included in the enclosed check for \$180.00, the combined recording fee for the 18 related documents enclosed herewith. Please return the original assignment and any copies not needed for recordation purposes to Zalkin, Rodin & Goodman, 750 Third Avenue, New York, New York 10017, (212) 682-6900, Attention: E. Lee Smith. In addition, please stamp the enclosed copy of this transmittal letter with your recording stamp and return the stamped copy to me.

Thank you for your assistance.

Sincerely,



E. Lee Smith

ELS:ab  
Enclosure

Interstate Commerce Commission  
Washington, D.C. 20423

6/5/86

OFFICE OF THE SECRETARY

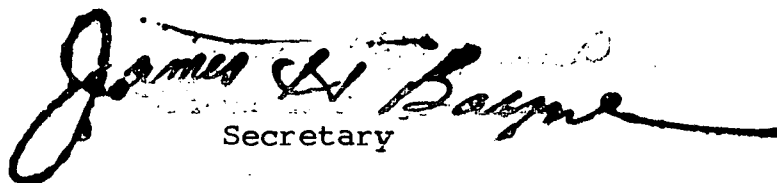
E. Lee Smith  
Zalkin, Rodin & Goodman  
750 Third Avenue  
New York, N.Y. 10017

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/5/86 at 2:10pm and assigned re-recording number(s) . 13316-B&C, 13317-B, 13318-B&C, 13319-B, 13320-B, 13321-B

13322-B&C, 13323-B  
13324-B&C  
13325-B  
13326-B&C  
13327-B

Sincerely yours,

  
Secretary

Enclosure(s)

ZALKIN, RODIN & GOODMAN  
COUNSELORS AT LAW  
750 THIRD AVENUE  
NEW YORK, N. Y. 10017

SHERWIN A. RODIN P. C.  
HENRY LEWIS GOODMAN P. C.  
HAROLD N. SCHWINGER P. C.  
RICHARD S. TODER P. C.  
BRUCE H. GRAVES  
ROBERT H. SCHEIBE  
ANDREW D. GOTTFRIED  
MENACHEM O. ZELMANOVITZ

WILLIAM LINDEN

BURTON ARONSON  
WILLIAM H. SCHRAAG  
HENRY C. COLLINS  
MARK F. LISCIO  
JUDITH F. MCGHEE  
JILL E. KURTZMAN  
PETER M. LEVINE  
NEIL E. HERMAN  
E. LEE SMITH  
STEVEN G. YUDIN

HARRY ZALKIN (1913-1968)  
ISRAEL AKSELROD (1925-1975)

(212) 682-6900

TELECOPIER 212-682-6331  
CABLE ADDRESS: ZALKINCON  
TELEX: ITT 428282

June 4, 1986

Interstate Commerce Commission  
Constitution Avenue at 12th Street, N.W.  
Washington, D.C. 20023

Attn.: Ms. Mildred Lee, Room 2303

Re: Recordation of Rail Car Sale by  
ChemCredit, Inc.

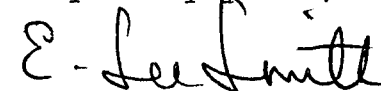
Gentlemen:

Enclosed are eighteen (18) secondary documents relating to the sale of rail cars by ChemCredit, Inc. to B.J.O. Corp. Included with each secondary document is a transmittal letter describing the document, the primary document to which it relates and recordation instructions. Also enclosed is a check for \$180 to cover recordation fees.

If you have any questions, please call me at your earliest convenience.

Thank you.

Very truly yours,



E. Lee Smith

ELS:cb  
Encls.

EXPRESS MAIL

JUN 5 1986 -2 10 PM

ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that CHEMCREDIT, INC. ("Chemcredit"), a New York corporation, in its capacity as the secured party (the "Secured Party") under a Security Agreement, dated as of November 12, 1981, naming Wells Fargo Leasing Corporation, a Delaware corporation, as debtor (the "Debtor"), for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration, to it in hand paid, at or before the execution and delivery of these presents, by CHEMCREDIT, INC., a New York corporation (the "Purchaser"), receipt of which is hereby acknowledged, has assigned, and by these presents does grant and convey unto the Purchaser, its successors and assigns, all right, title, interest, claims and demands of the Debtor, as Lessor, in, to and under a certain equipment lease dated as of November 12, 1981 (the "Lease") between Debtor, as Lessor, and Richmond Leasing Company, as Lessee, and all rents and other sums due or to become due thereunder (collectively the "Contract Rights and Personal Property"), including any and all extensions or renewals of the term of the Lease insofar as the same cover or relate to the equipment described in the annexed Exhibit A, except and excluding therefrom

rights of the Debtor against the Lessee under Sections 8, 12 or 15 of the Lease for taxes, impositions, loss or liability suffered or incurred by the Debtor, to hold the same absolutely free of the Secured Party's security interest and all security interests subordinate thereto.

TO HAVE AND TO HOLD the said Contract Rights and Personal Property unto the Purchaser, its successors and assigns, to and for its own use and benefit forever.

IN WITNESS WHEREOF Chemcredit has caused these presents to be executed as of the 30<sup>th</sup> day of April, 1986.

CHEMCREDIT, INC.

By

John J. DeLeon

Title

Vice President

STATE OF NEW YORK       )  
                                  : ss.:  
COUNTY OF NEW YORK    )

On this 30<sup>th</sup> day of April, 1986, before me personally appeared Dietrich Roshner, to me personally known, who being by me duly sworn, says that he is the VP of Chemcredit Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen M. Wells  
Notary Public

KATHLEEN M. WELLS  
Notary Public, State of New York  
No. 31-4616764  
Qualified in New York County NY  
Commission Expires March 30, 1987

EXHIBIT A

DESCRIPTION OF EQUIPMENT

217 100-ton, 4750 cubic foot triple gate covered hopper cars equipped with gravity discharge gates and fiber-glass covers manufactured by Richmond Tank Car Company as follows:

Reporting Marks and Nos.

*Not in order!*

|                        |          |
|------------------------|----------|
| KBSR 500122            | DR 10653 |
| KBSR 500123            | DR 10654 |
| KBSR 500124            | DR 10655 |
| KBSR 500125            | DR 10656 |
| KBSR 500126            | DR 10657 |
| KBSR 500127            | DR 10658 |
| KBSR 500128            | DR 10659 |
| KBSR 500129            | DR 10660 |
| <del>KBSR 500043</del> | DR 10661 |
| KBSR 500044            | DR 10662 |
| KBSR 500045            | DR 10663 |
| KBSR 500046            | DR 10664 |
| KBSR 500047            | DR 10665 |
| KBSR 500048            | DR 10666 |
| KBSR 500049            | DR 10667 |
| KBSR 500050            | DR 10668 |
| <del>KBSR 500052</del> | DR 10669 |
| <del>KBSR 500010</del> | DR 10670 |
| KBSR 500011            | DR 10671 |
| KBSR 500012            | DR 10672 |
| KBSR 500013            | DR 10673 |
| KBSR 500014            | DR 10674 |
| KBSR 500051            | DR 10675 |
| KBSR 500053            | DR 10676 |
| KBSR 500054            | DR 10677 |
| KBSR 500055            | DR 10678 |
| KBSR 500056            | DR 10679 |
| KBSR 500057            | DR 10680 |
| KBSR 500058            | DR 10681 |
| KBSR 500059            | DR 10682 |
| KBSR 500060            | DR 10683 |
| KBSR 500061            | DR 10684 |
| KBSR 500064            | DR 10685 |
| KBSR 500065            | DR 10686 |
| KBSR 500066            | DR 10687 |
| KBSR 500067            | DR 10688 |
| KBSR 500070            | DR 10689 |
| KBSR 500073            | DR 10690 |
| KBSR 500074            | DR 10691 |
|                        | DR 10692 |
|                        | DR 10693 |
|                        | DR 10694 |
|                        | DR 10695 |
|                        | DR 10696 |
|                        | DR 10697 |
|                        | DR 10698 |
|                        | DR 10699 |
|                        | DR 10700 |



Reporting Marks and Nos.

|           |          |
|-----------|----------|
| RTMX 8713 | DR 10701 |
| RTMX 8714 | DR 10702 |
| RTMX 8715 | DR 10703 |
| RTMX 8716 | DR 10704 |
| RTMX 8717 | DR 10705 |
| RTMX 8718 | DR 10706 |
| RTMX 8719 | DR 10707 |
| RTMX 8720 | DR 10708 |
| RTMX 8721 | DR 10709 |
| RTMX 8722 | DR 10710 |
| RTMX 8723 | DR 10711 |
| RTMX 8724 | DR 10712 |
| RTMX 8725 | DR 10713 |
| RTMX 8726 | DR 10714 |
| RTMX 8727 | DR 10715 |
| RTMX 8728 | DR 10716 |
| RTMX 8729 | DR 10717 |
| RTMX 8730 | DR 10718 |
| RTMX 8731 | DR 10719 |
| RTMX 8732 | DR 10720 |
| RTMX 8733 | DR 10721 |
| RTMX 8734 | DR 10722 |
| RTMX 8735 | DR 10723 |
| RTMX 8736 | DR 10724 |
| RTMX 8737 | DR 10725 |
| RTMX 8738 | DR 10726 |
| RTMX 8739 | DR 10727 |
| RTMX 8740 | DR 10728 |
| RTMX 8741 | DR 10729 |
| RTMX 8742 | DR 10730 |
| RTMX 8743 | DR 10731 |
| RTMX 8744 | DR 10732 |
| RTMX 8745 | DR 10733 |
| RTMX 8746 | DR 10734 |
| RTMX 8747 | DR 10735 |
| RTMX 8748 | DR 10736 |
| RTMX 8749 | DR 10737 |
| RTMX 8750 | DR 10738 |
| RTMX 8751 | DR 10739 |
| RTMX 8752 | DR 10740 |
| RTMX 8753 |          |
| RTMX 8754 |          |
| RTMX 8755 |          |

Reporting Marks and Nos.

DR 500001  
DR 500023  
DR 500026  
DR 500027  
DR 500035  
DR 500036  
DR 500048  
DR 500049  
DR 500052  
DR 500062  
DR 500063  
DR 500068  
DR 500069  
DR 500071  
DR 500072  
DR 500075  
DR 500076  
DR 500077  
DR 500078  
DR 500079  
DR 500080  
DR 500081  
DR 500082  
DR 500083  
DR 500084  
DR 500085  
DR 500087  
DR 500088  
DR 500089  
DR 500090  
DR 500091  
DR 500092  
DR 500093  
DR 500094  
DR 500095  
DR 500096  
DR 500098  
DR 500099  
DR 500101  
DR 500102  
DR 500131  
DR 500132  
DR 500135  
DR 500136  
DR 500137  
DR 500138  
DR 500141